

June 29, 2009

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BY ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 20554

Re: Request of OnStar, LLC; General Motors Corporation, Debtor-in-Possession; and General Motors LLC for Special Temporary Authority for Expedited Approval of the Transfer of Control of an Authorized International and Domestic Carrier

WC Docket No. 09-108

Dear Ms. Dortch:

OnStar, LLC (“OnStar”); General Motors Corporation, Debtor-in-Possession (“General Motors DIP”); and General Motors LLC (“New GM”) (collectively, the “Parties”), through their attorney and pursuant to Section 214 of the Communications Act and Sections 63.04, 63.24, and 63.25 of the Commission’s rules, respectfully request such Special Temporary Authority (“STA”) as may be necessary or required for expedited approval of the transfer of control of OnStar from General Motors DIP to New GM. The Parties respectfully request that the Commission grant this STA as soon as possible so that the bankruptcy transaction described below can close immediately following the issuance of a court order from the U.S. Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) approving the sale and transfer of certain assets from General Motors DIP to New GM.

OnStar is a non-facilities based common carrier that provides telecommunications services by reselling capacity on the networks of Verizon Wireless and other carriers. It has both international and domestic Section 214 authority to deliver vehicle-based telecommunications service throughout the United States and to various international points, including Canada. With respect to international services, the Commission has granted OnStar an international Section 214 authorization with global resale authority.¹

¹ See IBFS File Nos. ITC-214-20070823-00346; ITC-ASG-20090224-00104; ITC-T/C-20090611-00281.

On June 1, 2009, OnStar's parent company, General Motors Corporation, filed a voluntary petition for protection under Chapter 11 of the Bankruptcy Code.² As a result of this bankruptcy filing, and in accordance with the U.S. Bankruptcy Code, General Motors Corporation is currently operating as a debtor-in-possession under supervision of the Bankruptcy Court. On June 15, 2009, the Commission accepted the notice of a *pro forma* transfer of control of the Applicant and its international Section 214 authorization to General Motors DIP.³ On June 16, 2009, the Commission accepted a similar notice of a *pro forma* transfer of control related to the Applicant's domestic Section 214 authorization.⁴

General Motors DIP has requested approval from the Bankruptcy Court to transfer certain assets, including OnStar and its FCC licenses, to New GM.⁵ This proposed transaction could close as early as June 30, 2009. The Parties have requested Commission approval to transfer control of OnStar, along with its domestic and international Section 214 authorizations, from General Motors DIP to New GM.⁶ See Exhibit A attached hereto.

The Parties respectfully request that the Commission grant the STA relief requested herein specifically due to the weak financial condition of General Motors DIP. The company faced exigent economic circumstances that forced it to enter Chapter 11 bankruptcy proceedings and become a debtor-in-possession to avoid the complete collapse of its vehicle manufacturing operations and several dependent industries. Consequently, General Motors DIP is unable to obtain credit from lenders to finance continued operations during a prolonged Chapter 11 proceeding. A prolonged Chapter 11 proceeding would further devalue the company's remaining viable assets and damage consumer confidence in the company's products. The proposed sale is the only viable alternative that will permit the realization of the going concern value of General Motors DIP's assets. Thus, it is imperative that all transactions related to the bankruptcy proceeding and required for the emergence of New GM not suffer any delay. In fact, even a short delay would have a serious and immediate detrimental impact on New GM's supply chain, dealers, and hundreds of thousands of employees of such suppliers and dealers, as well as upon New GM's competitors that purchase parts from such suppliers.

Granting the STA authorizing the Parties to close the transaction swiftly is in the public interest because it will allow OnStar to continue providing vehicle-based services to its existing consumers without disruption (and without a change in carriers). In addition, an STA will allow

² See *In re General Motors Corporation, Debtor*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. filed June 1, 2009).

³ See IBFS File No. ITC-T/C-20090611-00281.

⁴ See Letter from Ari Q. Fitzgerald, Counsel to OnStar, LLC, to Marlene H. Dortch (filed June 16, 2009).

⁵ At or before the closing, the parties to this transaction may create a new entity with the same investors and equity distribution as General Motors LLC and convert General Motors LLC into a wholly-owned subsidiary of that new entity. If this occurs, the parties will notify the Commission pursuant to Section 1.65 of the Commission's rules. See also *In re General Motors Corporation, Notice of Sale Hearing to Sell Substantially All of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings, LLC, A U.S. Treasury-Sponsored Purchaser*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. filed June 2, 2009).

⁶ See IBFS File No. ITC-T/C-20090622-00295; see also Domestic Section 214 Application Filed For the Transfer of Control of General Motors Corporation, Debtor-in-Possession, to General Motors LLC – Streamlined Pleading Cycle Established, WC Docket No. 09-108, *Public Notice*, DA 09-1453 (rel. June 26, 2009).

New GM to move forward and compete more effectively, in a better financial position, across its various business units. Therefore, granting the STA is also in the public interest because it will promote competition in the markets for domestic and international telecommunications services.

For the foregoing reasons, the Parties request that the Commission grant an STA as soon as possible authorizing them to close the transaction involving the transfer of control of OnStar. The Parties acknowledge that a grant of this request will not prejudice action by the Commission on the underlying joint section 214 transfer of control application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice, but without a hearing.

If you have any questions, or if any additional information would be helpful, please contact the undersigned.

Respectfully submitted,

/s/ Ari Q. Fitzgerald

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Washington, DC 20004
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*Counsel to OnStar, LLC;
General Motors Corporation, Debtor-in-Possession; and
General Motors LLC*

EXHIBIT A

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC FORM 214TC
FOR OFFICIAL USE ONLY**

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Transfer of Control of OnStar, LLC from General Motors Corporation, Debtor-in-Possession to General Motors LLC

1. Legal Name of Applicant

Name:	OnStar, LLC	Phone Number:	313-665-2802
DBA Name:		Fax Number:	313-667-0822
Street:	400 Renaissance Center P.O. Box 400	E-Mail:	Joanne.finnorn@onstar.com
City:	Detroit	State:	MI
Country:	USA	Zipcode:	48265 -4000
Attention: Ms. Joanne Finnorn, Esq.			

2. Name of Contact Representative

Name:	Mr. Ari Q. Fitzgerald, Esq.	Phone Number:	202-637-5423
Company:	Hogan & Hartson LLP	Fax Number:	202-637-5910
Street:	555 Thirteenth Street, NW	E-Mail:	aqfitzgerald@hhlaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-1109
Attention:	Mr. Ari Q. Fitzgerald, Esq.	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (**No fee required**)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (**No fee required**)

Date of Consummation: 06/01/2009 **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File	File	File	File	File	File	File	File
Number: ITC2142007082300346	Number:	Number:	Number:	Number:	Number:	Number:	Number:

5. Name of Section 214 Authorization Holder

Phone

Name: OnStar, LLC Number: 313-665-2802
 DBA Name: Fax Number: 313-667-0822
 Street: 400 Renaissance Center E-Mail: Joanne.finnorn@onstar.com
 P.O. Box 400
 City: Detroit State: MI
 Country: USA Zipcode: 48265 -4000
 Attention: Ms. Joanne M. Finnorn, Esq.

6. Name of Assignor / Transferor

Name: General Motors Corporation, Debtor-in-Possession Phone Number: 313-665-2802
 DBA Name: Fax Number: 313-667-0822
 Street: 400 Renaissance Center E-Mail: Joanne.finnorn@onstar.com
 P.O. Box 400
 City: Detroit State: MI
 Country: USA Zipcode: 48265 -4000
 Attention: Ms. Joanne M. Finnorn, Esq.

7. Name of Assignee / Transferee

Name: General Motors LLC Phone Number: 313-665-2802
 DBA Name: Fax Number: 313-667-0822
 Street: 400 Renaissance Center E-Mail: Joanne.finnorn@onstar.com
 P.O. Box 400
 City: Detroit State: MI
 Country: USA Zipcode: 48265 -4000
 Attention: Ms Joanne M. Finnorn, Esq.

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

- ☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Joint application for consent to transfer control of the International and Domestic Section 214 authorizations held by OnStar, LLC from General Motors Corporation, Debtor-in-Possession to General Motors LLC

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) ☐ Yes ☒ No
The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in

response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

CERTIFICATION

26. Printed Name of Assignor / Transferor
General Motors Corporation, Debtor-in-Possession

27. Title (Office Held by Person Signing)
Assistant Corporate Secretary

28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files)

Martin I. Darvick

29. Printed Name of Assignee / Transferee
General Motors LLC

30. Title (Office Held by Person Signing)
President and Secretary

31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files)

David Markowitz

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Answer to Question 10:

Please find below information regarding the name, title, address of the officer and other contact point to whom correspondence concerning the application is to be addressed:

Applicant

Ms. Joanne Finnorn, Esq.
Vice President and General Counsel
OnStar, LLC
400 Renaissance Center
P. O. Box 400
Detroit, MI 48265-4000
Telephone: (313) 665-2802
Joanne.Finnorn@ONSTAR.com

Mr. Ari Q. Fitzgerald, Esq.
Partner
Hogan & Hartson LLP
555 Thirteenth Street, NW
Washington, DC 20004-1109
Telephone: (202) 637-5423
AQFitzgerald@hhlaw.com

Transferor

Mr. Martin I. Darvick
Assistant Corporate Secretary
General Motors Corporation, Debtor-in-Possession
300 Renaissance Center
P. O. Box 300
Detroit, MI 48265-3000
Telephone: (313) 556-5000

Mr. Ari Q. Fitzgerald, Esq.
Partner
Hogan & Hartson LLP
555 Thirteenth Street, NW
Washington, DC 20004-1109
Telephone: (202) 637-5423
AQFitzgerald@hhlaw.com

Transferee

Mr. David Markowitz
President and Secretary
General Motors LLC¹
300 Renaissance Center
P. O. Box 300
Detroit, MI 48265-3000
Telephone: (313) 556-5000

Mr. Ari Q. Fitzgerald, Esq.
Partner
Hogan & Hartson LLP
555 Thirteenth Street, NW
Washington, DC 20004-1109
Telephone: (202) 637-5423
AQFitzgerald@hhlaw.com

Applicant Authority: OnStar, LLC has Global Resale Authority pursuant to 47 C.F.R. § 63.18(e)(2) to provide International resale long distance to all International points.

¹ See Answer to Question 13 (providing a description of the transaction and further information regarding the Transferee).

OnStar, LLC
FRN 0008883092
FCC Form 214

Answer to Question 11:

Please find below information regarding the name, address, citizenship and principal business of the 10 percent or greater direct and indirect interest holders in OnStar, LLC:

General Motors LLC (“New GM”)

300 Renaissance Center
P.O. Box 300
Detroit, Michigan 48265-3000
Citizenship: United States
Principal Business: Vehicle Manufacturing
Relationship: 100% Owner of OnStar, LLC

Department of the United States Treasury

1500 Pennsylvania Avenue, NW
Washington, D.C. 20220
Citizenship: United States
Principal Business: Managing the U.S. Government’s finances and ensuring the security of the U.S. and international financial systems
Relationship: 60.8 % Owner of New GM

UAW Retiree Medical Benefits Trust (“New VEBA”)

P.O. Box 14309
Detroit, Michigan 48214
Citizenship: United States
Principal Business: Voluntary Employee Benefit Association
Relationship: 17.5 % Owner of New GM

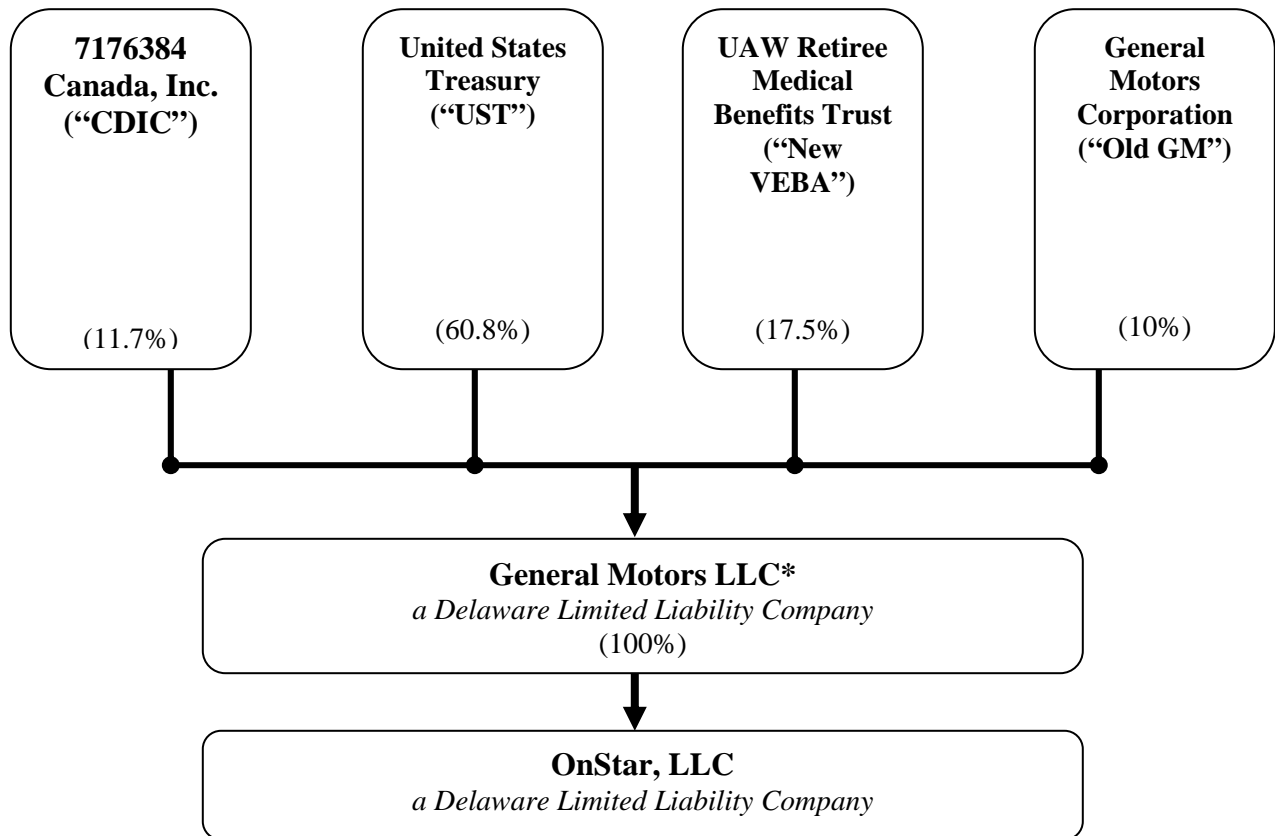
7176384 Canada, Inc.

1235 Bay Street, Suite 400
Toronto, ON M54 3K
Citizenship: Canadian
Principal Business: Investment and Holding Company
Relationship: 11.7% Owner of New GM

General Motors Corporation (“Old GM”)

300 Renaissance Center
P.O. Box 300
Detroit, Michigan 48265-3000
Citizenship: United States
Principal Business: Vehicle Manufacturing
Relationship: 10% Owner of New GM

POST-TRANSACTION OWNERSHIP DIAGRAM
for OnStar, LLC



** At or before the closing, the parties to this transaction may create one or more new entities with the ultimate parent having the same investors and equity distribution as General Motors LLC and convert General Motors LLC into a wholly-owned subsidiary of one of the new entities. If this occurs, the parties will notify the Commission pursuant to Section 1.65 of the Commission's rules.*

Answer to Question 13:

This application seeks consent to a transfer of control of the international 214 authorization held by OnStar, LLC (the “Applicant”) from General Motors Corporation, Debtor-in-Possession (“General Motors DIP”) to General Motors LLC (“New GM”).² The Applicant is a non-facilities based common carrier that provides telecommunications services exclusively by reselling capacity on the networks of Verizon Wireless and other carriers. Its vehicle-based CMRS service extends throughout the United States and to various international points, including Canada.

On June 1, 2009, the Applicant’s parent company, General Motors Corporation, filed a voluntary petition for protection under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).³ As a result of this bankruptcy filing, and in accordance with the U.S. Bankruptcy Code, General Motors Corporation is currently operating as a debtor-in-possession under supervision of the Bankruptcy Court. On June 15, 2009, the Commission accepted the notice of a *pro forma* transfer of control of the Applicant to General Motors DIP.⁴ General Motors DIP has requested approval from the Bankruptcy Court to transfer certain assets, including the Applicant and its interest in certain FCC licenses, to New GM.⁵

Upon approval from the Bankruptcy Court, four entities will hold membership interests in New GM. The United States Treasury (“UST”) will hold 60.8% of the membership interests, UAW Retiree Medical Benefits Trust (“New VEBA”) will hold 17.5% of the membership interests, 7176384 Canada, Inc., a wholly-owned subsidiary of the Canadian Development Investment Corporation (“CDIC”), will hold 11.7% of the membership interests, and General Motors Corporation (“Old GM”) will hold 10% of the membership interests. The initial board of directors of New GM will have 13 members, and UST will have the power to designate 10 of the 13 members.

The Commission’s expeditious consent to the transfer of control of the international 214 authorization held by General Motors DIP will serve the public interest because it will allow New GM to quickly emerge from bankruptcy and continue as a viable business, while protecting jobs for the company’s employees, restoring consumer and investor confidence, preserving the federal government’s goal of maintaining the U.S. auto industry, and ensuring that the Applicant can continue to put its FCC authorizations to productive use by serving its customers without disruption.

David Markowitz is certifying this application on behalf of the proposed transferee General Motors LLC, identified as New GM above. David Markowitz is President and Secretary of NGMCO, Inc. At or before closing, NGMCO, Inc. is expected to be converted into General Motors LLC. General Motors LLC will have the same EIN as NGMCO, Inc.⁶

² All parties to this application are organized under the laws of the State of Delaware.

³ See *In re General Motors Corporation, Debtor*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. filed June 1, 2009).

⁴ See IBFS File No. ITC-T/C-20090611-00281.

⁵ See *In re General Motors Corporation, Notice of Sale Hearing to Sell Substantially All of Debtors’ Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings, LLC, A U.S. Treasury-Sponsored Purchaser*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. filed June 2, 2009).

⁶ In addition, at or before the closing, the parties to this transaction may create one or more new entities with the ultimate parent having the same investors and equity distribution as General Motors LLC and convert General Motors LLC into a

Answer to Question 20:

The Applicant desires and qualifies for streamlined processing pursuant to 47 C.F.R. § 63.12 of the Commission's rules because the applicant is not affiliated with a foreign carrier in a destination market and is not affiliated with a dominant U.S. carrier whose international switched or private line services the applicant seeks authority to resell.

ATTACHMENT 2
Domestic Section 214 Transfer of Control Application

Pursuant to 47 C.F.R. § 63.04(b) of the Commission's rules, the Applicant hereby files a joint international section 214 transfer of control application and domestic section 214 transfer of control application. Thus, the Applicant respectfully submits the following information relating to the domestic section 214 application, as required by Sections 63.04(a)(6)-(a)(12):

(a)(6) *Description of the Transaction*

This application seeks consent to a transfer of control of the domestic 214 authorization held by OnStar, LLC (the "Applicant") from General Motors Corporation, Debtor-in-Possession ("General Motors DIP") to General Motors LLC ("New GM"). On June 1, 2009, the Applicant's parent company, General Motors Corporation, filed a voluntary petition for protection under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").⁷ As a result of this bankruptcy filing, and in accordance with the U.S. Bankruptcy Code, General Motors Corporation is currently operating as a debtor-in-possession under supervision of the Bankruptcy Court. On June 16, 2009, the Commission accepted the notice of transfer of control of the Applicant and its domestic 214 authorization to General Motors DIP. General Motors DIP has requested approval from the Bankruptcy Court to transfer certain assets, including the Applicant and its FCC licenses, to New GM.⁸

Upon approval from the Bankruptcy Court, four entities will hold membership interests in New GM. The United States Treasury ("UST") will hold 60.8% of the membership interests, UAW Retiree Medical Benefits Trust ("New VEBA") will hold 17.5% of the membership interests, 7176384 Canada, Inc., a wholly-owned subsidiary of the Canadian Development Investment Corporation ("CDIC"), will hold 11.7% of the membership interests, and General Motors Corporation ("Old GM") will hold 10% of the membership interests. The initial board of directors of New GM will have 13 members, and UST will have the power to designate 10 of the 13 members.

David Markowitz is certifying this application on behalf of the proposed transferee General Motors LLC, identified as New GM above. David Markowitz is President and Secretary of NGMCO, Inc. At or before closing, NGMCO, Inc. is expected to be converted into General Motors LLC. General Motors LLC will have the same EIN as NGMCO, Inc.⁹

⁷ See *In re General Motors Corporation, Debtor*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. filed June 1, 2009).

⁸ See *In re General Motors Corporation, Notice of Sale Hearing to Sell Substantially All of Debtors' Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings, LLC, A U.S. Treasury-Sponsored Purchaser*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. filed June 2, 2009).

⁹ In addition, at or before the closing, the parties to this transaction may create one or more new entities with the ultimate parent having the same investors and equity distribution as General Motors LLC and convert General Motors LLC into a wholly-owned subsidiary of one of the new entities. If this occurs, the parties will notify the Commission pursuant to Section 1.65 of the Commission's rules.

(a)(7) *Geographic Service Area*

The Applicant is a non-facilities based common carrier that provides telecommunications services by exclusively reselling capacity on the networks of Verizon Wireless and other carriers. Its vehicle-based CMRS service extends nationwide throughout the United States (as well as to international points as discussed in Attachment 1, Answer 13 attached hereto).

(a)(8) *Qualifications for Streamlined Application*

The Applicant qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(1) of the Commission's rules because neither the transferee nor the transferor are telecommunications providers and the Applicant and domestic 214 authorization holder is a non-facilities based carrier.

(a)(9) *All Other Commission Applications Related to This Transaction*

The following related applications and notices were previously filed and approved by the Commission:

- OnStar, LLC International 214 Authorization *Pro Forma* Transfer of Control Application (IBFS File No. ITC-T/C-20090611-00281)
- OnStar, LLC Notice of Domestic 214 Authorization Transfer of Control (filed June 16, 2009)
- OnStar, LLC Form 703 Transfer of Control Application for OET Experimental Licenses (OET File No. 0019-EX-TU-2009)
- General Motors Research Corp. Form 603 Transfer of Control Application for Wireless Licenses (ULS File No. 0003854644)
- General Motors - Baltimore Transmission Form 603 Transfer of Control Application for a Wireless License (ULS File No. 0003856823)

The following related applications have been filed concurrently with this application:

- OnStar, LLC Form 703 Transfer of Control Application for OET Experimental Licenses (OET File No. 0020-EX-TU-2009)
- General Motors Research Corp. Form 603 Transfer of Control Application for Wireless Licenses (ULS File No. 0003874264)
- General Motors - Baltimore Transmission Form 603 Assignment Application for a Wireless License (ULS File No. 0003878145)
- OnStar, LLC Request for Special Temporary Authority for Expedited Approval of the Joint International and Domestic 214 Transfer of Control Application

(a)(10) *Request for Special Consideration Due to Transferor's Imminent Business Failure*

The parties to this application respectfully request special and expeditious consideration of this application because of the weak financial position of the Applicant's current corporate parent, General Motors DIP. General Motors Corporation faced exigent economic circumstances that forced it to enter Chapter 11 bankruptcy proceedings and become a debtor-in-possession to avoid the complete collapse of its vehicle manufacturing operations and several dependent industries.

Consequently, General Motors DIP is unable to obtain credit from lenders to finance continued operations during a prolonged Chapter 11 proceeding. A prolonged Chapter 11 proceeding would further devalue the company's remaining viable assets and damage consumer confidence in the company's products. Thus, it is imperative that all transactions related to the bankruptcy proceeding and required for the emergence of New GM not suffer any delay. Given these circumstances, the parties seek the Commission's special and expeditious consideration of the domestic 214 authorization transfer of control application so that New GM can move forward and operate as a competitive business and the Applicant can continue to provide vehicle-based CMRS services to its customers without disruption.

(a)(11) *No Separately Filed Waiver Requests*

The Applicant has not sought any waiver requests in conjunction with this transaction.

(a)(12) *Grant of the Application is in the Public Interest*

The Commission's expeditious consent to the transfer of control of the domestic 214 authorization held by General Motors DIP will serve the public interest, convenience, and necessity because it will allow New GM to quickly emerge from bankruptcy and continue as a viable business, while protecting jobs for the company's employees, restoring consumer and investor confidence, preserving the federal government's goal of maintaining the U.S. auto industry, and ensuring that the relevant FCC authorizations continue to be put to productive use by the Applicant.

Moreover, granting this application in a swift manner is in the public interest because the transfer of control of the Applicant to New GM will not result in a change of carrier for customers. Thus, the Applicant will be able to continue to provide vehicle-based CMRS services to its customers without disruption and without a change in service terms.

ATTACHMENT 3

Additional Information for the Processing of the Joint Transfer of Control Application

As fully documented in the media, given the current weak financial condition of General Motors Corporation, Debtor-in-Possession (“General Motors DIP”) and the need to move quickly to resolve its ongoing bankruptcy proceeding, General Motors DIP and the United States Treasury (“UST”), the majority holder of the General Motors LLC (“New GM”) membership interests, are seeking expedited processing of this application so that the closing of the transaction can take place immediately after the issuance of an order from the Bankruptcy Court approving the sale of certain assets, which could occur as early as the end of June. Absent expedited processing, the International Bureau’s current practice of issuing accepted for filing public notices only every two weeks (and not every week, as noted in its International 214 filing guidelines and its Report and Order in IB Docket No. 95-118, 1998 Biennial Regulatory Review – Review of International Common Carrier Regulations (rel. May 23, 1999)), would, if adhered to, keep the parties from closing the transaction in accordance with the schedule contemplated and required in this case. The Applicant is also filing a request for Special Temporary Authority pursuant to 47 C.F.R. § 63.04, which underscores the parties’ need for expedited processing.